

EXHIBIT B

STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, NY 10038

W R Grace & Co

January 29, 2002

FOR PROFESSIONAL SERVICES RENDERED and
disbursements incurred for the period through December 31, 2001
in connection with the following matters:

	hours	Fees
General Case Administration	42.5	12,142.50
Fee Application/Monthly Billing Reports	25.7	5,875.00
Asbestos Litigations	57.7	22,017.00
Creditors Committee Issues/Conferences	30.1	12,792.50
Court Hearings	15.2	7,657.50
Financial Reports & Analysis	3.1	1,317.50
Tax Issues	69.1	29,752.50
Environmental Issues	0.4	170.00
Travel	1.6	680.00
Total	245.4	\$ 92,404.50

STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, NY 10038

January 29, 2002
Invoice: 253157

W R Grace & Co
7500 Grace Drive
Columbia, MD 21044-4098

FOR PROFESSIONAL SERVICES RENDERED in the captioned matter for
the period through December 31, 2001, including:

RE: **General Case Administration**
699842. 0002

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
12/03/2001	Discussion with creditors' committee counsel regarding response to Judge Fitzgerald inquiry (.5).	Krieger, A.	0.5
12/03/2001	Conference call with creditors committee counsel regarding response to Judge Fitzgerald.	Kruger, L.	0.3
12/03/2001	Conference call with committee counsel re transfer to Judge Wolin (.5)	Pasquale, K.	0.5
12/03/2001	Conf. call re reassignment of cases and conf. call with court, follow-up.	Raskin, R.	0.8
12/04/2001	Update filesurf database re new pleadings; download and distribute same to working group.	Defreitas, V.	1.2
12/04/2001	Review latest docket report from local counsel (.2); memos to V.DeFreitas re Medical Monitoring plaintiffs' complaint (.1); conference D. Bernick, S. Baena, P. Lockwood re response to Judge Fitzgerald regarding pending administration of the cases and follow up office conference (.6).	Krieger, A.	0.9
12/04/2001	Review EP website, other re Libby information (1.0).	Krieger, A.	1.0
12/04/2001	Conference call with all parties re transfer to Judge Wolin (.5)	Pasquale, K.	0.5
12/04/2001	Conf. call with counsel to debtors re letter to Fitzgerald	Raskin, R.	0.5

and open matters.

12/05/2001	Office conference RS re Committee appointment information(.1); memos from and to S. Schwartz re Debtors letter to Judge Fitzgerald, and then review same (.6).	Krieger, A.	0.7
12/05/2001	Review memo re pre-petition claim motion (.2), review correspondence re case procedure (.2).	Raskin, R.	0.4
12/06/2001	Attended to Grace files.	Krieger, A.	1.6
12/07/2001	Judge Wolin's 12/5/01 order and telephone call S. Schwartz re same (.1); memo to KP re same (.1).	Krieger, A.	0.2
12/10/2001	Review online court docket and download various pleadings to add to filesurf database and distribute same.	Defreitas, V.	1.6
12/11/2001	Review various documents received from attorneys to assign to central files.	Defreitas, V.	0.8
12/11/2001	Review various case documents received from attorneys to assign to central files.	Defreitas, V.	0.8
12/12/2001	Telephone call J. Davis (representative Occidental Petroleum) re creditor inquiry regarding bar date (.3); office conference VD re recently filed complaints and order and preparation of updated critical calendar (.5); review Wolin order referring case to Judge Fitzgerald (.1).	Krieger, A.	0.9
12/12/2001	Edits to contact list (.5); review and distribute order entered with regard to status conference on Asbestos cases (.7).	Serrette, R.	1.2
12/13/2001	Office conference RS re referral of Grace to Judge Fitzgerald.	Krieger, A.	0.1
12/13/2001	Attention to draft confidential agreement (.2); attention to FII 3rd quarter report (.3)	Pasquale, K.	0.5
12/17/2001	Office conference LK re 12/20/01 status conference before Judge Wolin (.1); memo from and to C. Whitney re revised Committee contact list (.4).	Krieger, A.	0.5
12/18/2001	Memo to M. Lastowski re Wolin conference (.1); telephone call Judge Wolin's chambers re 12/20/01 status conference and memos re same (.3); office conference KP re 12/20/01 conference (.1).	Krieger, A.	0.5
12/18/2001	Conference A. Krieger to prepare for status conference with J. Wolin (.2); review all pleadings filed	Serrette, R.	0.8

relating to Asbestos issues and case administration
(.6).

12/19/2001	Responded to and updated/cross reference court docket with critical date calendar at re: LC's request; (.8) review various pleadings for assignment of central file categories in preparation for addition to filesurf database.(2.4);responded to request by AK for re: Zonolite motion to dismiss chapter 11 case (.2).	Defreitas, V.	3.4
12/19/2001	Notice from the court re 12/20/01 status conference and office conference LK re same (.1); office conferences KP and then telephone call D. Carrickhoff re 1/3/02 hearing before Judge Fitzgerald and office conference LK re same (.5); and review underlying documentation in connection therewith.	Krieger, A.	0.6
12/19/2001	Review document in preparation for status conference (1.8).	Krieger, A.	1.8
12/20/2001	Review online documents and download same for distribution	Defreitas, V.	1.3
12/21/2001	Review various pleadings for assignment of central file categories in preparation for addition to filesurf database; review and cross-reference 01-1139 bankruptcy docket with critical date calendar and distributed various motions.	Defreitas, V.	3.8
12/21/2001	Office conference RS and V. DeFreitas re Court's general case management order, agenda for 1/3/02 hearing before Judge Fitzgerald, other (.5); review correspondence from Traveler's counsel re insurance issues (.3).	Krieger, A.	0.8
12/26/2001	Memo to LK, KP and RS re Carickhoff correspondence from Judge Fitzgerald (.4); memo to Carickhoff re circulation of proposed amended order (.1); review form of Owens Corning revised administrative fee order with existing Grace order and prepare comments thereon (1.0).	Krieger, A.	1.5
12/26/2001	Review of proposed fee order as part of administrative order.	Kruger, L.	0.4
12/27/2001	Review draft administrative order for fee procedures at RS's request; responded to request by RS re: researched billing matter categories (project).	Defreitas, V.	1.1
12/27/2001	Review proposed amended administrative fee order and comments thereto (1.3).	Krieger, A.	1.3
12/28/2001	Review current administrative order and proposed revised administrative order (.80); draft memorandum	Cotto, L.	2.0

re: changes proposed (1.0); office conference with
Rose Serrette re: memo (.20)

12/28/2001	Review and download various online pleadings and distribute same.	Defreitas, V.	2.2
12/28/2001	Prepare draft correspondence to Juge Wolin re Committee composition and counsel and circulate same (1.3).	Krieger, A.	2.9
12/28/2001	Prepare correspondence to D. Carickhoff re comments to proposed amended administrative order and telephone calls RS re same (1.6).	Krieger, A.	1.6
12/31/2001	Review <i>correspondence from T. Meyers</i> and revise proposed form of correspondence to Judge Wolin (.4); review Court's order designating consultants and special masters (.2); memo to R. Serrette re Judge Fitzgerald's court (.1); memo to V. DeFreitas re responses to ZAI motion to dismiss the cases (.1); memo and telephone call D. Carickhoff re comments to the proposed amended administrative order and forwarded same (.2).	Krieger, A.	1.0

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Cotto, Lisa	2.0	\$ 150	\$ 300.00
Defreitas, Vaughn	16.2	100	1,620.00
Krieger, Arlene	18.4	425	7,820.00
Kruger, Lewis	0.7	650	455.00
Pasquale, Kenneth	1.5	475	712.50
Raskin, Robert	1.7	550	935.00
Serrette, Rosemarie	2.0	150	300.00

Total For Professional Services Rendered \$ 12,142.50

Total for this Matter \$ 12,142.50

RE: Fee Application/Monthly Billing Reports
699842. 0003

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
12/07/2001	Updated October and November fee summaries and distributed same to working group.	Defreitas, V.	1.5
12/11/2001	Review and update central file with various monthly fee applications.	Defreitas, V.	0.6
12/11/2001	Review November time records in preparation of SSL's eighth fee application (3.0).	Krieger, A.	3.0
12/12/2001	Edits to schedules to fee application.	Serrette, R.	0.9
12/13/2001	Office conference RS re preparation of SSL fee application(.1).	Krieger, A.	0.1
12/14/2001	Time entries review in preparation for preparing fee application (.5).	Krieger, A.	0.5
12/14/2001	Edits to November exhibits to fee application.	Serrette, R.	0.9
12/18/2001	Review and edit time and expense schedules.	Serrette, R.	1.7
12/19/2001	Review monthly billing report for Fee Application	Cotto, L.	1.5
12/19/2001	Review & revise entries in fee application summary chart and distribute to working group;(2.3) responded to RS's request re: certificate of no obj to fee appl.; (.2) researched obj deadline of stroock's seventh fee app.(.1)	Defreitas, V.	2.6
12/19/2001	Conference with L. Cotto re preparation of Eight Interim Fee Application.	Serrette, R.	3.5
12/21/2001	Prepare Fee Application	Cotto, L.	3.0
12/26/2001	Began to prepare SSL's eighth monthly fee application.	Krieger, A.	1.5
12/27/2001	Completed draft of Stroock's Eighth Monthly Fee Application and review and revise same (2.8); and office conference RS re same (.2).	Krieger, A.	3.0
12/27/2001	Work on exhibits to fee application (.5); conferences with L. Cotto re same (.2).	Serrette, R.	0.7
12/28/2001	office conference with Rose Serrette re: fee	Cotto, L.	0.3

application and administrative order

12/28/2001	Review and edit 8th fee application	Cotto, L.	0.3
12/31/2001	Office conference RS re finalization of SSL fee application (.1).	Krieger, A.	0.1

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Cotto, Lisa	5.1	\$ 150	\$ 765.00
Defreitas, Vaughn	4.7	100	470.00
Krieger, Arlene	8.2	425	3,485.00
Serrette, Rosemarie	7.7	150	1,155.00

Total For Professional Services Rendered	\$ 5,875.00
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Total for this Matter	<u>\$ 5,875.00</u>
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RE: Asbestos Litigations
699842. 0005

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
12/03/2001	Attended to ZAI motion to dismiss the case and office conference M. Sasson re Committee's response (1.8); review 2000 10K; 3/3/01 10Q for financial information relevant to dismissal motion (.8); office conference RS re documentation in connection with same (.1); memo from and to KP re case management discussions (.3); telephone call C. MacCullum re information on pre-petition credit facilities (.1).	Krieger, A.	3.1
12/03/2001	T/c K. Pasquale and A. Krieger re: response to motion to dismiss (.6); review prior filings, caselaw, outline opp. to motion to dismiss (6.0).	Sasson, M.	6.6
12/04/2001	Reviewed Medical Monitoring plaintiffs complaint (1.0); memo to M. Sasson re information on Credit Agreement debt, pre-petition trade debt (.4); memo to S. Cunningham re above (.1).	Krieger, A.	1.5
12/04/2001	Attention to class action medical monitoring adversary complaint filed 11/20/01 (.8)	Pasquale, K.	0.8
12/04/2001	Continued drafting opp. to motion to dismiss.	Sasson, M.	0.7
12/07/2001	Continued drafting opposition to motion to dismiss.	Sasson, M.	1.0
12/10/2001	Continued drafting opposition to motion to dismiss.	Sasson, M.	7.5
12/11/2001	M. Sasson - Compile legislative history on bankruptcy code sections: 524(g) & (h).	Kaufman, E.	1.0
12/11/2001	M. Sasson - Research availability of a Rand ICJ report on asbestos litigation. Arrange for purchase & delivery.	Kaufman, E.	0.3
12/11/2001	Office conference M. Sasson re Committee's response to the ZIA motion to dismiss (.5); telephone call S. Cunningham re Committee's response to ZAI motion to dismiss (.1).	Krieger, A.	0.6
12/11/2001	T/c A. Krieger, K. Pasquale, research 524(g), continued drafting opposition to motion to dismiss.	Sasson, M.	8.5
12/13/2001	Office conference M. Sasson re Committee response to ZAI plaintiffs motion to dismiss (.2).	Krieger, A.	0.2

Page: 8

12/13/2001	Continued drafting opposition to motion to dismiss (6.6); T/c A. Krieger, K. Pasquale re: same (.2).	Sasson, M.	6.8
12/14/2001	Memo to and from KP re Brozman decision on common legal interests (.2); review debtor status report to Judge Wolin and memo to and from KP re same (.9);	Krieger, A.	1.1
12/14/2001	Attention and revisions to draft opposition to Zonolite claimants' motion to dismiss bankruptcy case (1.0)	Pasquale, K.	1.0
12/14/2001	Review draft of response to motion to dismiss.	Raskin, R.	0.3
12/17/2001	Review, comment draft Committee response to ZAI motion to dismiss (.6); office conference KP re further revised form of Committee objection (.2); memo re bar date forms, notices and information for proper completion by trade creditors and telephone call J. Baer re same (.8); review filed Debtors' status report to Judge Wolin (.6); review ZAI Class Action complaint (1.2).	Krieger, A.	3.4
12/17/2001	Drafting and revisions to opposition to ZAI claimants' motion to dismiss case (2.0)	Pasquale, K.	2.0
12/17/2001	T/c K. Pasquale, research 524(g), revision opposition to motion to dismiss.	Sasson, M.	1.5
12/18/2001	review revised draft of Committee's opposition to the ZAI motion to dismiss (1.3); office conference KP re same (.6); complete review of Lewis Complaint (.6).	Krieger, A.	2.5
12/18/2001	Revisions to opposition to ZAI claimants' motion to dismiss (1.0); office conference A. Kreiger re same (.5)	Pasquale, K.	1.5
12/18/2001	Review revise draft opposition to motion to dismiss; T/c A. Krieger, K. Pasquale re: same.	Sasson, M.	0.7
12/19/2001	Review, revise Committee opposition to ZAI motion to dismiss and prepare further modifications thereto (.6); office conferences KP and MS re opposition and ZAI pleadings (.3).	Krieger, A.	0.9
12/19/2001	T/c K. Pasquale, A. Kreiger re: opposition to motion to dismiss, adversary complaint, revise opposition to motion to dismiss.	Sasson, M.	2.7
12/21/2001	Review correspondence from Traveler's counsel re insurance issues (.3).	Krieger, A.	0.4
12/21/2001	T/c A. Krieger re: status.	Sasson, M.	0.5

Page: 9

12/21/2001	Office conference KP re: final comments to the Committee's opposition to the Motion to Dismiss and finalize same.	Sasson, M.	0.6
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Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Kaufman, Eric	1.3	\$ 120	\$ 156.00
Krieger, Arlene	13.7	425	5,822.50
Pasquale, Kenneth	5.3	475	2,517.50
Raskin, Robert	0.3	550	165.00
Sasson, Moshe	37.1	360	13,356.00

Total For Professional Services Rendered	\$ 22,017.00
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Total for this Matter	\$ 22,017.00
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RE: Creditors Committee Issues/Conferences
699842. 0007

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
12/03/2001	Office conference S. Schwartz re Debtors' motion for clarification on pre-petition customer obligation practices, and review of same and first day motion (1.0); review Chase comments to bank group form of confidentiality agreement (.4); memo to RAR re same (.2); prepare memorandum to the Committee re Debtors motion to honor customer discounts and memo to and from RAR re same (1.8).	Krieger, A.	3.4
12/04/2001	Attention to proposed memorandum to the Committee re motion for authority to honor discount coupons (.6); telephone call R. Douglas re bank confidentiality agreement (.5); review proposed settlement of Protein Genetics matter, prepared draft memo to the Committee and memo to S. Schwartz re outstanding questions (1.5); memo to T. Maher re Debtors' motion to honor discount coupons (.2).	Krieger, A.	2.8
12/05/2001	Telephone call S. Schwartz re extension through December 10 to file objection to Debtors' motion to honor customer discount coupons, correspondence to Judge Fitzgerald (.2); telephone calls R. Douglas re revised form of bank confidentiality agreement (.8); review revised form of confidentiality agreement (.3); memo to the Committee re Debtors motion to continue customer discount coupons (.5).	Krieger, A.	1.8
12/06/2001	Memo from and to S. Schwartz re pending settlements, and revise Committee memo to reflect information (1.0); office conference M. Sasson re Committee's response to the pending motion to dismiss (.1); memo to T. Maher re proposed CCHP settlement (.2); review amended forms of confidentiality agreement from Chase's counsel and further comments thereon and telephone calls to R. Douglas re same (1.1); office conference M. Sasson re joint defense language, correspondence from the Debtors and the Committees to Judge Fitzgerald (.2); memo to LK, KP re confidentiality agreement (.3).	Krieger, A.	2.9
12/07/2001	Memorandum to the Committee re IRS motion to modify the stay and substantive issues (.6); telephone call S. Schwartz re American Real Property/CMGI issues; and proposed settlement with Protein Genetics (.4); prepare revised memo to the Committee re proposed Protein Genetics settlement (.8).	Krieger, A.	1.8

12/11/2001	Memo re revised form of bank confidentiality agreement and review same (.5); memo from and to R. Douglas re same (.3).	Krieger, A.	0.8
12/11/2001	Telephone call Jan Baer re CCHP litigation and lift stay and then memo to S. Schwartz re same and modifications to the order (.3).	Krieger, A.	0.3
12/12/2001	Memos from and to R. Douglas and then telephone call RD re revised form of bank confidentiality agreement (.7); review further revised form of agreement and memo re same (.5).	Krieger, A.	1.2
12/12/2001	Memo from and to T. Meyers re merger of First Union and Wachovia and resignation of Wachovia as an entity on the Committee (.3).	Krieger, A.	0.3
12/12/2001	Telephone call C. Kayser re IRS' motion to lift the stay and need to revise the form or order (.2); memos to and from S. Schwartz re same (.2).	Krieger, A.	0.4
12/13/2001	Prepare memorandum for the Committee re Judge Wolin order (.5); prepare order modifying the stay to permit USA's counterclaim to go forward (1.5).	Krieger, A.	2.0
12/14/2001	Telephone call R. Douglas re bank confidentiality agreement provisions (.4); review bank credit agreements (.3).	Krieger, A.	0.7
12/14/2001	Memo to Tyoselef re confidentiality provisions (.6); review CCHP stay relief order and memo to S. Schwartz re same (.6).	Krieger, A.	1.2
12/17/2001	Telephone call from and to C. Kayser (Department of Justice) re proposed revised form of order agreeing to modify the stay for USA counterclaim in CCHP Action (.1); memos to and from S. Schwartz re Debtors' comments to the order and further revise same and then forward to C. Kayser (.6); review MCNIC complaint seeking turnover of funds (.4).	Krieger, A.	1.1
12/18/2001	Memo to M. Lastowski re CCHP order (.1); telephone call R. Douglas re Wolin conference and pending matters (.5).	Krieger, A.	0.6
12/19/2001	Memo to Debtor's counsel re revised bank group confidentiality agreement (.3); memos from and to R. Douglas, P. Pantaleo re proposed bar date process, confidentiality agreement, pending matters (.8).	Krieger, A.	1.1
12/20/2001	Prepared memorandum to the Committee re Judge Wolin's status conference (2.0).	Krieger, A.	2.0

12/21/2001	Complete preparation of draft memo to the Committee re 12/20/01 Status Conference before Judge Wolin and memos to and from KP re same (1.8); office conference MS re 12/20/01 status conference (.3); memo to and from Debtors' counsel re pending matters (.2); memo to the Committee re 12/20/01 status conference (.2).	Krieger, A.	2.5
12/21/2001	Attended to correspondence from Debtors' counsel re comments to the bank confidentiality agreement (.8); telephone call R. Douglas re same and prepare memo to R. Douglas re same (.3).	Krieger, A.	1.1
12/31/2001	Review Debtors' motion further extending their time to remove actions (.3); prepare memo to the Committee re 12/28/01 order designating William Drier as special master for the Grace cases, and 12/21/order setting case management procedures and search for information on W. Drier (1.8).	Krieger, A.	2.1

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	30.1	\$ 425	\$ 12,792.50
Total For Professional Services Rendered			\$ 12,792.50

Total for this Matter	\$ 12,792.50
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RE: Court Hearings
699842. 0008

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
12/19/2001	Preparation for meeting with Judge Wolin (.2); review of M. Bernick's letter to Judge Wolin (.2); and office conference with A. Krieger regarding same (.2).	Kruger, L.	0.6
12/19/2001	Preparation for 12/20 hearing before Judge Wolin (1.0)	Pasquale, K.	1.0
12/20/2001	Attended all day status conference before Judge Wolin (5.5).	Krieger, A.	5.5
12/20/2001	In court in Newark, NJ before Judge Wolin regarding court's agenda for handling asbestos and non-asbestos issues and fraudulent transfer issue between Judge Wolin and Judge Fitzgerald.	Kruger, L.	2.9
12/20/2001	Preparation for and court hearings before Judge Wolin (4.5)	Pasquale, K.	4.5
12/21/2001	Office conference RS re finalization of Committee opposition (.1).	Krieger, A.	0.1
12/21/2001	Review of agenda for hearing before Judge Fitzgerald and issue needing Committee's attention.	Kruger, L.	0.6

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	5.6	\$ 425	\$ 2,380.00
Kruger, Lewis	4.1	650	2,665.00
Pasquale, Kenneth	5.5	475	2,612.50

Total For Professional Services Rendered \$ 7,657.50

Total for this Matter \$ 7,657.50

RE: Financial Reports & Analysis
699842. 0009

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
12/13/2001	Review FTI report re third quarter 2001 financial results (1.5); office conference C. Whitney re same and memo to and from KP re asbestos liability discussion (.3).	Krieger, A.	1.8
12/14/2001	Continue to review FTI analysis of 3 quarter results and telephone calls with C. Whitney re same (.8).	Krieger, A.	0.8
12/17/2001	Review final form of FTI analysis of Company's Third Quarter Report (.5).	Krieger, A.	0.5

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	3.1	\$ 425	\$ 1,317.50
Total For Professional Services Rendered			\$ 1,317.50

Total for this Matter	<u>\$ 1,317.50</u>
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RE: Tax Issues
699842.0018

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
12/01/2001	Review IRS' answers and counterclaim, IRS' field service advice and other documents in connection with CCHP litigation.	Krieger, A.	2.5
12/03/2001	Read IRS materials (the Revenue Agent's Report and Field Service Advice) (4.2); meeting w/M. Greenberg re: materials and analysis of IRS' position (1.7).	Brandes, R.	5.9
12/03/2001	Review materials re CCHP including IRS response and reverse agent report; discussion with R. Brandes; call w/T. Maynes.	Greenberg, M.	5.1
12/03/2001	Office conference M. Greenberg re required additional information, revised CCHP memo (.2)	Krieger, A.	0.2
12/03/2001	Motion re CCHP tax litigation - t /c Greenberg (.1), review IRS write-up, etc. (1.2).	Levy, M.	1.3
12/04/2001	Obtained and read CCHP's motion to Bankruptcy Court to lift the stay (0.1); Research on priority claims in bankruptcy (0.7); memo revisions and discussions about the memo w/M. Greenberg (3.8).	Brandes, R.	4.6
12/04/2001	Review materials re CCHP litigation including court documents and memos (5.2); con. w/MAL re CCHP motion (.3); con. w/RB re memo (.5).	Greenberg, M.	6.0
12/04/2001	Telephone call from and to M. Greenberg re CCHP information and proposed restructuring of the memorandum to the Committee (.1); memo to and from S. Schwartz re inquiry regarding tax conference call (.3).	Krieger, A.	0.4
12/04/2001	Motion re CCHP tax litigation - o/c Greenberg (.2), review documents and regs. (.6).	Levy, M.	0.8
12/05/2001	Memo revisions (2.5); Phone message from A. Krieger (0.2); Discussions w/M. Greenberg (1.5).	Brandes, R.	4.2
12/05/2001	Call w/T. Mayes and revise memo re CCHP litigation (2.0); con. w/MAL re CCHP motion (.3); review litigation documents re CCHP motion (.8); con. w/RB re revisions to memo (1.5).	Greenberg, M.	4.6
12/05/2001	Memo to M. Levy, M. Greenberg, others re	Krieger, A.	3.1

	correspondence from Debtors' counsel (.1); telephone call S. Schwartz re timing on information and conference call (.1); review revised CCHP memorandum and office conference MG, R. Brandes re same (2.5); further office conference MG re CCHP and review proposed final form of the memo (.4).		
12/05/2001	Motion to lift stay re CCHP tax litigation - review draft memo to creditors committee (.5), <i>1/c</i> Greenberg (.2).	Levy, M.	0.7
12/06/2001	Memo revisions (1.3).	Brandes, R.	1.3
12/06/2001	E-mails w/A Krieger and R. Brandes; final review and revision to memo.	Greenberg, M.	1.4
12/06/2001	Review and prepare proposed final form of the memorandum re CCHP litigation; and memo to MG, RB re additional revisions (1.5); office conferences M. Levy re correspondence from Debtors' counsel re outstanding tax information and conference call with the Company to discuss the same (.2); telephone call S. Cunningham re conference call to discuss tax information (.2); memos from and to S. Schwartz re tax information and conference call with the Company (.1).	Krieger, A.	2.0
12/06/2001	Request for tax information - review tax info request Schwartz letter (.3), <i>1/c(s)</i> Krieger (.2).	Levy, M.	0.5
12/06/2001	Review memo re lift stay motion filed by IRS (.3), <i>1/c</i> A. Raskin, R. Krieger re same (.1).	Raskin, R.	0.4
12/07/2001	Telephone call S. Schwartz re conference call to address tax-related issues (.1); memo to ML, MG, S. Cunningham re same (.2).	Krieger, A.	0.3
12/11/2001	Review e-mails re tax information.	Greenberg, M.	0.5
12/11/2001	Memo to and from S. Schwartz re receipt of tax information (.1); office conferences ML and then memos to S. Schwartz re 12/13/01 conference call (.3); memo to S. Cunningham re rescheduled tax matter conference call (.1).	Krieger, A.	0.5
12/11/2001	Tax information request - <i>1/c(s)</i> and e-mails with A.Krieger (.4), review info provided (.4).	Levy, M.	0.8
12/12/2001	Review tax information in preparation for call.	Greenberg, M.	1.8
12/12/2001	Office conferences M. Levy, M. Greenberg and telephone call C. Whitney, S. Cunningham re tax information conference call with the Company (.3); materials received from the Company and transmit	Krieger, A.	0.6

same (.3).

12/12/2001	Tax information request - analysis tax info provided by Grace (2), t/c(s) and e-mails w/A. Krieger (.2).	Levy, M.	2.2
12/13/2001	Call w/MAL and creditor advisors (.8); review schedules re NOLS and foreign earnings and profits (1.2); analysis re foreign tax credit and similar issues (1.2); call w/creditor and debtor tax advisors (.8)	Greenberg, M.	4.0
12/13/2001	Conference call with ML, MG, FTI representatives re agenda for conference call with the Company (1.1); office conference KP re "privileged" communications issues (.2); review Brozman case re joint defense privilege (.5); extended conference call ML, MG and representative of FTI, Grace and K&E re tax information, and follow-up (1.5)	Krieger, A.	3.3
12/13/2001	Tax information request - c/c Cunningham, Whitney, Krieger and Greenberg (.5), prep for conference call with Grace people/review documents (1.3), c/c Grace tax people et al (1.0), follow-up conference call with Cunningham, Krieger and Greenberg (.5), draft memo to file and revision (1.0).	Levy, M.	4.3
12/14/2001	Organized file and wrote memorandum to File to document the papers received from Kirkland & Ellis re: CCHP, Inc. v. US (0.6).	Brandes, R.	0.6
12/14/2001	Tax information as requested by Myer Greenberg (.5).	Krieger, A.	0.5
12/17/2001	E-mails re tax sharing agreement.	Greenberg, M.	0.3
12/17/2001	Attend to Grace Tax Sharing Agreements.	Krieger, A.	0.8
12/18/2001	Review memo re Grace tax issues.	Greenberg, M.	0.7
12/18/2001	Revise memo re tax issues raised with Grace tax people (.8), research and review of tax returns re election to forego carryback of NOLs and whether election can be revoked (1.2), analysis re foreign tax credits (.5).	Levy, M.	2.5
12/21/2001	Attended to M. Levy memo re tax discussion with Debtors' counsel (.4).	Krieger, A.	0.4

Summary of Hours

	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Brandes, Ronnie H.	16.6	\$ 185	\$ 3,071.00

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Greenberg, Mayer	24.4	500	12,200.00
Krieger, Arlene	14.6	425	6,205.00
Levy, Mark	13.1	615	8,056.50
Raskin, Robert	0.4	550	220.00

Total For Professional Services Rendered \$ 29,752.50

Total for this Matter \$ 29,752.50

RE: Environmental Issues
699842. 0024

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
12/18/2001	Telephone call Janet Baer re Freeman information; public comments received to the proposed EPA consent decree and memo re same (.4).	Krieger, A.	0.4

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	0.4	\$ 425	\$ 170.00
Total For Professional Services Rendered			\$ 170.00

Total for this Matter	<u>\$ 170.00</u>
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RE: Travel
699842. 0025

<u>Date</u>	<u>Description</u>	<u>Name</u>	<u>Hours</u>
12/20/2001	Travel to Newark to attend all-day status conference before Judge Wolin (.8); and travel back to New York (.8).	Krieger, A.	1.6

<u>Summary of Hours</u>	<u>Hours</u>	<u>Rate</u>	<u>Total</u>
Krieger, Arlene	1.6	\$ 425	\$ 680.00
Total For Professional Services Rendered			\$ 680.00
Total for this Matter			<u>\$ 680.00</u>

Total For Professional Services Rendered	92,404.50
Total Bill	<u>\$ 92,404.50</u>

STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, NY 10038

SERVICE AND EXPENSE REMITTANCE SUMMARY

Invoice Date:	January 29, 2002
Invoice Number:	253157

RE: 699842 W R Grace & Co

Total For Professional Services Rendered 92,404.50

Total Bill \$ 92,404.50

Please return this page with your remittance and please reference
the client/matter number on all related correspondence.

Amount Paid: \$ _____

EXHIBIT C

W R GRACE & CO.			
SUMMARY OF FEES			
DECEMBER 1 THROUGH DECEMBER 31, 2001			
Partners	Hours	Rate	Amount
Greenberg, Mayer	24.4	500	12,200.00
Kruger, Lewis	4.8	650	3,120.00
Levy, Mark	13.1	615	8,056.50
Pasquale, Kenneth	12.3	475	5,842.50
Raskin, Robert	2.4	550	1,320.00
Associates			
Brandes, Ronnie H	16.6	185	3,071.00
Krieger, Arlene	95.7	425	40,672.50
Sasson, Moshe	37.1	360	13,356.00
Paraprofessionals			
Cotto, Lisa	7.1	150	1,065.00
Defreitas, Vaughn	20.9	100	2,090.00
Serrette, Rosemarie	9.7	150	1,455.00
Library Staff			
Kaufman, Eric	1.3	120	156.00
Subtotal	245.4		\$ 92,404.50
Less 50% Travel	(0.8)		(340.00)
Total	244.6		\$ 92,064.50

BLENDING RATE: \$ 376.39

EXHIBIT D

STROOCK & STROOCK & LAVAN LLP
180 Maiden Lane
New York, NY 10038

DISBURSEMENT REGISTER

RE: 699842 W R Grace & Co

<u>Date</u>	<u>Description</u>	<u>Amount</u>
Outside Messenger Service		
12/11/2001	11/20/2001 Federal Express T#824852619404 SERRETTE to: SHELLY HOLLINGHEAD WILMIN	9.31
12/11/2001	Federal Express T#807279480975 KENNETH PASQUALE to: LEITITIA CHAMBERS WASHINGTON	21.70
12/13/2001	VENDOR: Federal Express Corporation; INVOICE#: 4-013-85107; DATE: 12/10/01 - Fed Ex Log 11/20/01 Shelly Hollinghead, Wilmington, DE	1.90
12/14/2001	Federal Express T#807715914569 K PASQUALE to: L CHAMBER S WASHINGTON,DC	9.90
Outside Messenger Service Total		42.81
Meals		
12/26/2001	VENDOR: Petty Cash; INVOICE#: 12/13/01; DATE: 12/26/01 - 12/03/01 NY PETTY CASH M.LEVY	15.95
Meals Total		15.95
Local Transportation		
12/11/2001	NYC Two Ways Inc. RASKIN 11/21/01 7:51 M from 163 E 81 ST M to 343 7 AVE M	22.64
12/11/2001	NYC Two Ways Inc R Raskin 11/5/01 180 Maiden Lane to 343 7 Ave	19.71
12/13/2001	NYC Two Ways Inc. BRANDES 11/27/01 23:04 M from 180 MAIDEN LA to 322 W 57 ST M	20.69
12/18/2001	VENDOR: Lewis Kruger; INVOICE#: 12/10/01; DATE: 12/18/01 - 11/19 MEETING W/P. PANTALEO - CABFARE	33.50
12/27/2001	NYC Two Ways Inc. KRIEGER 12/20/01 7:50 M from 10 EAST	27.74

END A to 343 7 AVE M

Local Transportation Total	124.28
Long Distance Telephone	
12/03/2001 EXTN.5002, TEL.312-904-5214, S.T.16:27, DUR.02:00	0.65
12/03/2001 EXTN.5002, TEL.312-904-5214, S.T.16:36, DUR.01:42	0.65
12/03/2001 EXTN.5544, TEL.312-861-3103, S.T.10:07, DUR.01:54	0.65
12/03/2001 EXTN.5760, TEL.202-628-9783, S.T.16:04, DUR.00:30	0.32
12/03/2001 EXTN.6286, TEL.312-861-2485, S.T.16:47, DUR.01:42	0.65
12/03/2001 EXTN.6286, TEL.312-861-2845, S.T.16:47, DUR.00:06	0.32
12/03/2001 EXTN.6286, TEL.312-861-2229, S.T.18:22, DUR.02:06	0.97
12/04/2001 EXTN.5422, TEL.202-429-2992, S.T.14:20, DUR.04:30	1.62
12/04/2001 VENDOR: Teleconferencing Services, LLC; INVOICE#: 4499981; DATE: 12/4/01 - R Raskin	47.46
12/05/2001 EXTN.5422, TEL.312-782-3939, S.T.13:34, DUR.00:36	0.32
12/05/2001 EXTN.5544, TEL.312-861-3103, S.T.10:04, DUR.07:48	2.59
12/05/2001 EXTN.5544, TEL.312-861-3103, S.T.15:19, DUR.01:24	0.65
12/06/2001 EXTN.3544, TEL.201-556-4040, S.T.12:28, DUR.01:06	0.65
12/06/2001 EXTN.5492, TEL.201-556-4039, S.T.12:53, DUR.04:12	1.62
12/06/2001 EXTN.6015, TEL.312-861-2481, S.T.16:54, DUR.04:36	1.62
12/11/2001 EXTN.5544, TEL.201-556-4040, S.T.12:14, DUR.03:42	1.30
12/11/2001 EXTN.5544, TEL.312-861-2162, S.T.16:37, DUR.00:24	0.32
12/11/2001 EXTN.5706, TEL.310-393-0411, S.T.15:11, DUR.02:24	0.97
12/12/2001 EXTN.5544, TEL.202-307-6555, S.T.09:56, DUR.01:42	0.65
12/12/2001 EXTN.5544, TEL.713-650-6700, S.T.10:33, DUR.01:12	0.65
12/12/2001 EXTN.5544, TEL.201-556-4040, S.T.14:54, DUR.01:54	0.65
12/12/2001 EXTN.5544, TEL.201-556-4040, S.T.16:11, DUR.00:24	0.32
12/13/2001 EXTN.4062, TEL.201-556-4040, S.T.14:27, DUR.23:18	7.78
12/13/2001 EXTN.5422, TEL.312-861-2124, S.T.10:38, DUR.00:18	0.32
12/13/2001 EXTN.5422, TEL.404-332-5950, S.T.14:51, DUR.02:48	0.97

Page: 3

12/13/2001	EXTN.5544, TEL.201-556-4040, S.T.15:05, DUR.01:54	0.65
12/13/2001	EXTN.6063, TEL.312-861-3103, S.T.13:33, DUR.00:30	0.32
12/13/2001	EXTN.6063, TEL.201-556-4040, S.T.13:35, DUR.00:06	0.32
12/17/2001	EXTN.3544, TEL.202-307-6555, S.T.09:25, DUR.02:12	0.97
12/17/2001	EXTN.5544, TEL.312-861-2162, S.T.12:31, DUR.00:18	0.32
12/17/2001	EXTN.5562, TEL.973-424-2031, S.T.16:47, DUR.02:30	0.97
12/18/2001	EXTN.5422, TEL.312-269-4050, S.T.19:19, DUR.00:24	0.25
12/18/2001	EXTN.5544, TEL.973-645-2580, S.T.11:42, DUR.00:30	0.32
12/18/2001	EXTN.5562, TEL.973-467-8282, S.T.09:52, DUR.01:12	0.65
12/18/2001	EXTN.5562, TEL.973-467-8282, S.T.13:11, DUR.00:42	0.32
12/19/2001	EXTN.5544, TEL.302-652-4100, S.T.10:06, DUR.03:30	1.30
12/19/2001	EXTN.5544, TEL.201-556-4040, S.T.17:15, DUR.01:42	0.65
12/19/2001	EXTN.5562, TEL.973-467-8282, S.T.10:55, DUR.02:42	0.97
12/20/2001	EXTN.5511, TEL.201-556-4040, S.T.15:50, DUR.00:42	0.32
12/20/2001	EXTN.6689, TEL.201-556-4040, S.T.15:06, DUR.01:06	0.65
12/31/2001	EXTN.5544, TEL.302-652-4100, S.T.10:23, DUR.03:00	0.97

Long Distance Telephone Total**84.62****Duplicating Costs-in House**

12/03/2001	0.70
12/03/2001	16.90
12/03/2001	2.60
12/04/2001	0.90
12/04/2001	1.90
12/04/2001	9.90
12/05/2001	1.20
12/05/2001	0.60
12/05/2001	3.40
12/05/2001	7.30
12/06/2001	0.90

12/06/2001	0.20
12/06/2001	0.90
12/06/2001	6.00
12/07/2001	0.70
12/07/2001	3.00
12/12/2001	8.10
12/12/2001	37.90
12/12/2001	22.50
12/13/2001	1.20
12/14/2001	4.30
12/14/2001	2.40
12/14/2001	7.00
12/14/2001	2.70
12/17/2001	0.80
12/18/2001	3.00
12/19/2001	1.40
12/19/2001	0.30
12/19/2001	0.90
12/21/2001	3.50
12/21/2001	4.10
12/21/2001	4.00
12/26/2001	2.10
12/27/2001	1.60
12/27/2001	0.20
12/27/2001	1.70
12/28/2001	3.30
12/31/2001	1.30
Duplicating Costs-in House Total	171.40

Postage

12/11/2001	Postage Charged by on 11/19/2001	0.80
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12/26/2001	Postage Charged by on 12/11/2001	5.20
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Postage Total		6.00
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Court Reporting Services

12/19/2001	VENDOR: Esquire Deposition Services, Inc.; INVOICE#: 66769EPA; DATE: 11/28/01 - re: W.R Grace	2,531.80
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Court Reporting Services Total		2,531.80
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Process Service & Calendar Watch

12/03/2001	VENDOR: U.S. Document Retrieval Service, Inc.; INVOICE#: 13612; DATE: 11/26/01 - Research & docement retrieval	575.02
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12/11/2001	VENDOR: Parcels/ Virtual Docket; INVOICE#: 4115; DATE: 11/30/01 - U.S bankruptcy court/ dist of Delaware	17.50
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12/19/2001	VENDOR: U.S. Document Retrieval Service, Inc.; INVOICE#: 14277; DATE: 12/19/01 - research and document retrieval	103.60
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Process Service & Calendar Watch Total		696.12
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In House Messenger Service

12/11/2001	Early Bird Messenger 11/30/2001 Bike Standard from N. MISC to ALL NATIONAL TOUR	10.75
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12/11/2001	Early Bird Messenger 11/30/2001 Bike Standard from N. MISC to ALL NATIONS TOURS	10.75
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In House Messenger Service Total		21.50
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Facsimile Charges

12/04/2001	FAX # 570-1803	10.00
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12/05/2001	FAX # 570-1803	11.00
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12/10/2001	FAX # 202-371-6601	4.00
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12/17/2001	FAX # 312-660-0313	4.00
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12/28/2001	FAX # 570-1803	3.00
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12/31/2001	FAX # 914-234-6843	26.00
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Facsimile Charges Total		58.00
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Travel Expenses - Transportation

12/13/2001	AMEX PASQUALE/KENNETH WIL MET on 11/20/2020	74.00
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12/13/2001	AMEX PASQUALE/KENNETH MET WIL on 11/20/2020	74.00
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12/13/2001	AMEX RASKIN/ROBERT NYP WIL NYP on 11/02/2020	192.00
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12/13/2001	AMEX RASKIN/ROBERT NYP WIL NYP on 11/16/2020	172.00
12/18/2001	VENDOR: Lewis Kruger; INVOICE#: 12/10/01; DATE: 12/18/01 - 11/21 COURT HEARING IN DELAWARE - CABFARES	67.00
12/21/2001	VENDOR: Petty Cash; INVOICE#: 12/12/01; DATE: 12/21/01 - 11/21/01 NY PETTY CASH R.RASKIN	14.00
12/26/2001	VENDOR: CHASE Business Credit Card; INVOICE#: 120301; DATE: 12/3/01 - Visa Charge 11/21/01 L Kruger Penn Sation to Wilmington	111.00
12/26/2001	VENDOR: CHASE Business Credit Card; INVOICE#: 120301; DATE: 12/3/01 - Visa Charge 11/21/01 L Kruger Penn Station to Wilmington	153.00

Travel Expenses - Transportation Total	857.00
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Westlaw

12/03/2001	; Duration 0:02:36; By BRANDES RONNIE H.	12.77
12/10/2001	; Duration 0:01:00; By SASSON MOSHE	9.49
12/10/2001	; Duration 0:13:49; By SASSON MOSHE	89.06
12/11/2001	; Duration 0:00:00; By KAUFMAN ERIC M	9.12
12/17/2001	; Duration 0:17:14; By SASSON MOSHE	149.24
12/31/2001	; Duration 0:21:58; By DHANRAJ JUDY N	105.01

Westlaw Total	374.69
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Expert Fees and Costs

4,487.33

Expert Fees and Costs	\$ 4,487.33
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Bill Disbursement Summary

Outside Messenger Service	\$ 42.81	
Meals	15.95	
Local Transportation	124.28	
Long Distance Telephone	84.62	
Duplicating Costs-in House	171.40	
Postage	6.00	
Court Reporting Services	2531.80	
Process Service & Calendar Watch	696.12	
In House Messenger Service	21.50	
Facsimile Charges	58.00	
Travel Expenses - Transportation	857.00	
Westlaw	374.69	
Expert Fees and Costs	4,487.33	
Total Disbursements		\$ 9,471.47

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., <u>et al.</u> , ¹)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	
)	

**ORDER ALLOWING COMPENSATION FOR SERVICES AND
REIMBURSEMENT OF EXPENSES TO STROOCK & STROOCK &
LAVAN LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF W. R. GRACE & CO., ET AL., FOR THE INTERIM
PERIOD FROM OCTOBER 1, 2001 THROUGH DECEMBER 31, 2001**

Upon the application (the “Third Quarterly Fee Application”)² of Stroock & Stroock & Lavan LLP (“Stroock”) seeking the entry of an order allowing Stroock (i) compensation in the aggregate amount of \$329,842.00 for professional services rendered by Stroock as counsel for the Committee and (ii) reimbursement for the actual and necessary

The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food >N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

² Unless otherwise defined, capitalized terms used herein shall have the meaning ascribed to them in the Third Quarterly Fee Application.

expenses incurred by Stroock in connection with the rendition of services for the Committee in the aggregate amount of \$21,880.90, in each case for the Third Fee Period from October 1, 2001, through December 31, 2001; and it appearing that the Court has jurisdiction to consider the Third Quarterly Fee Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Third Quarterly Fee Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and that due and proper notice of the Third Quarterly Fee Application has been given; and it appearing that the relief requested in the Third Quarterly Fee Application is in the best interests of the Debtors and their estates and creditors; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED, that the Third Quarterly Fee Application is granted in its entirety on an interim basis; and it is further

ORDERED, that for the Third Fee Period October 1, 2001 through December 31, 2001, Stroock is awarded the sum of \$329,842.00, as compensation for the reasonable and necessary professional services it rendered to the Committee; and it is further

ORDERED, that for the Third Fee Period October 1, 2001 through December 31, 2001, Stroock is awarded the sum of \$21,880.90 as reimbursement for the actual and necessary costs and expenses incurred in connection with the rendition of services for the Committee; and it is further

ORDERED, that the Debtors are authorized and directed to pay to Stroock the outstanding amount of such sums as described above less any amounts previously paid to

Stroock pursuant to the Seventh, Eighth and Ninth Monthly Fee Applications and the procedures set forth in the Administrative Fee Order; and it is further

ORDERED, that Stroock has the right to seek at a later date compensation for services rendered and reimbursement for expenses incurred during the Third Fee Period October 1, 2001 through December 31, 2001 that are not otherwise included in the applicable Seventh, Eighth and Ninth Monthly Fee Applications; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: Wilmington, Delaware
_____, 2002

JUDITH K. FITZGERALD
United States Bankruptcy Judge